

TRADEMARK ASSIGNMENT COVER SHEET

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SUBMISSION TYPE:	RESUBMISSION		
NATURE OF CONVEYANCE:	FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT [RELEASE OF SECURITY INTEREST IN PART]		
RESUBMIT DOCUMENT ID:	900362851		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
VIACOM INTERNATIONAL INC.		04/28/2016	Corporation: DELAWARE
RECEIVING PARTY DATA			
Name:	DEFY MEDIA, LLC		
Street Address:	498 Seventh Avenue, 19th Floor		
City:	New York		
State/Country:	NEW YORK		
Postal Code:	10018		
Entity Type:	Limited Liability Company: DELAWARE		
PROPERTY NUMBERS Total: 2			
Property Type	Number	Word Mark	
Registration Number:	3365681	GAMETRAILERS.COM	
Registration Number:	3162577	GTTV	
CORRESPONDENCE DATA			
Fax Number:	9735972400		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	973-597-2500		
Email:	lstrademark@lowenstein.com		
Correspondent Name:	Matthew P. Hintz, Esq.		
Address Line 1:	Lowenstein Sandler LLP		
Address Line 2:	65 Livingston Avenue		
Address Line 4:	Roseland, NEW JERSEY 07068-1791		
ATTORNEY DOCKET NUMBER:	28898.1		
NAME OF SUBMITTER:	Matthew P. Hintz, Esq.		
SIGNATURE:	/Matthew P. Hintz/		
DATE SIGNED:	05/09/2016		
Total Attachments: 6			

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**FIRST AMENDMENT TO
INTELLECTUAL PROPERTY SECURITY AGREEMENT**

THIS FIRST AMENDMENT TO INTELLECTUAL PROPERTY SECURITY AGREEMENT (this “*Amendment*”) is entered into as of April 28, 2016 by and between **VIACOM INTERNATIONAL INC.** (“*Investor*”) and **DEFY MEDIA, LLC**, a Delaware limited liability company (“*Grantor*”).

RECITALS

A. In connection with a certain Note Purchase Agreement dated as of June 9, 2014, as previously amended, by and between Grantor (together with various subsidiaries of Grantor) and Investor, Grantor executed and delivered in favor of Investor an Intellectual Property Security Agreement dated as of October 30, 2015.

B. Investor has executed and delivered to Grantor a Consent to the sale of the assets listed on Exhibit A hereto to IGN Entertainment Inc. (“*Purchaser*”) and a release of its security interest in the same.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, Investor hereby releases its security interest in the assets listed on Exhibit A hereto; and further agrees that this Amendment may be filed in the United States Patent and Trademark Office or any other government filing office deemed appropriate by Grantor and/or Purchaser for purposes of evidencing or effectuating such release by Investor of its security interest in the assets listed on Exhibit A.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed by its officers thereunto duly authorized as of the first date written above.

Grantor:

DEFY MEDIA, LLC,
a Delaware limited liability company

By 

Name: Gina R. DiGirola

Title: Secretary

Address of Grantor:

498 Seventh Avenue, 19th Floor
New York, NY 10018

Investor:

VIACOM INTERNATIONAL INC.

By _____

Name _____

Title _____

Address of Investor:

1515 Broadway
New York, New York 10036

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed by its officers thereunto duly authorized as of the first date written above.

Grantor:

DEFY MEDIA, LLC,
a Delaware limited liability company

By _____

Name: Gina R. DiGioia

Title: Secretary

Address of Grantor:

498 Seventh Avenue, 19th Floor
New York, NY 10018

Investor:

VIACOM INTERNATIONAL INC.

By _____

Name:  Alexander J. Berkett

Title: SVP, Corporate Development

Address of Investor:

1515 Broadway
New York, New York 10036

EXHIBIT A

All right, title and interest of the Debtor in and to the following assets, together with the products and proceeds thereof:

1. The “Assigned Trademarks” identified on Schedule 1.01(c)(i)
2. The “Assigned Copyrights” identified on Schedule 1.01(c)(ii)

Schedule 1.01(c)(i)

ASSIGNED TRADEMARKS

Mark Name	Country	Status	Class Number	Registration No.
GAMETRAILERS.COM	United States	Registered	35 /	3365681
GTTV	United States	Registered	41 /	3162577
GAMETRAILERS	Switzerland	Registered	38 // 09 // 28 // 41 /	579071
GAMETRAILERS.COM	Canada	Registered	35 /	TMA789526
GAMETRAILERS	Austria	Registered	9 // 38 // 41 // 42 /	246192

Schedule 1.01(c)(ii)

ASSIGNED COPYRIGHTS

Copyright Title	Country	Status	Registration No.
Gametrailers.com	United States	Registered	VA 1-623-700